

quinn emanuel trial lawyers | new york

51 Madison Avenue, 22nd Floor, New York, New York 10010 | TEL 212-849-7000 FAX 212-849-7100

WRITER'S DIRECT DIAL NO.
(212) 849-7260

WRITER'S INTERNET ADDRESS
philippeselendy@quinnemanuel.com

December 10, 2013

VIA ELECTRONIC MAIL

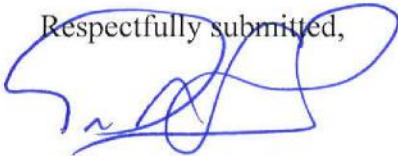
The Honorable Denise L. Cote
United States District Court
Southern District of New York
Daniel Patrick Moynihan
United States Courthouse
500 Pearl Street, Room 1610
New York, NY 10007-1312

**Re: Defendants' Reply Memorandum in Support of Certification to Virginia,
FHFA v. Merrill Lynch & Co., 11 Civ. 6202 (DLC), and related actions**

Dear Judge Cote:

We write to correct Defendants' misstatements, upon which they ground their lead argument in the above brief, that Rule 5:40 of the Supreme Court of Virginia (1) "does not require a question to be determinative 'of' anything" and (2) "has never provided that the certified question must be 'determinative of any proceeding.'" (Rep. Mem. at 1 and 3). In fact, the Rule expressly requires that a certification order explain "how the certified question of law is determinative of the proceeding." See Rule 5:40(c)(6), cited in FHFA's Opp. Mem. at 2.

Respectfully submitted,



Philippe Z. Selendy